

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES of ASSOCIATION

of

SHETTLESTON COMMUNITY GROWING PROJECT LTD

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Area of operation

1. The company shall operate in the East End of the City of Glasgow in Glasgow City Council wards 9,18,19 & 20 [hereafter called the Operating Area], and also in any surrounding area that the directors consider appropriate to further its charitable purposes

Purposes and Objects

2. The company's objects are the advancement of education, the provision of recreational facilities and the organisation of recreational facilities, and the advancement of environmental protection or improvement, to be furthered in and to benefit those resident in the Operating Area, as the directors consider appropriate [charitable purposes shall mean a charitable purpose under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005]. In furtherance of the purposes, the company shall:

- 2.1 Be involved in a facility that provides a community garden and growing spaces at Eckford Street/Ardgay Street that provide individual growing spaces for local families and individuals and also collective growing spaces for organisations, including local schools.
- 2.2 Promote the participation of residents in food growing and environmental issues, including carbon reducing activities and activities that encourage healthy lifestyles.
- 2.3 Promote the development of the Shettleston Community Growing Project (SCGP) as a facility and resource for the local community and community organisations and to promote and manage associated social, educational and recreational initiatives for the benefit of the community.
- 2.4 Provide and assist in the provision of resources and initiatives for children, especially, but not exclusively, those that promote environmental awareness and healthy lifestyles.
- 2.5 Run, facilitate and support educational courses and training, which assist the participation of residents of the operating area in food growing and carbon reduction activities, and also in wider regeneration issues including improving employability or encouraging the take up of further or higher education opportunities.
- 2.6 Involve as wide a sector of the community as possible in the SCGP, observing statutory equality and diversity legislation in all service provision and delivery.
- 2.7 Assist and work with voluntary organisations, government departments, local and other statutory authorities and individuals with purpose of contributing to the environmental aims, the regeneration of the operating area and the relief of poverty.
- 2.8 Collect and disseminate information on all matters affecting the project and exchange such information with other bodies with similar purposes, whether in this country or overseas.
- 2.9 Support and promote other projects and initiatives in the Operating Area that are charitable or of public or community benefit.
- 2.10 Do all such other lawful things that will further the aims of the Shettleston Community Growing Project and maintain its charitable purposes.

Powers

3. In pursuance of those purposes and objects (but not otherwise) the company shall have the following powers:-
 - 3.1 To raise funds for and enter into collaborative arrangements to promote and provide services that advance the purposes of the company.

- 3.2 To promote companies whose activities may further one or more of the above purposes, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- 3.3 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the purposes of the company.
- 3.4 To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the company.
- 3.5 To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- 3.6 To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- 3.7 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- 3.8 To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- 3.9 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- 3.10 To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- 3.11 To oppose or object to any application or proceedings which may prejudice the company's interests.
- 3.12 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession.
- 3.13 To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- 3.14 To effect insurance against risks of all kinds.
- 3.15 To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- 3.16 To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other

incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.

- 3.17 To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its purposes.
- 3.18 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the purposes of the company.
- 3.19 To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- 3.20 To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- 3.21 To do anything that may be incidental or conducive to the attainment of any of the purposes of the company.

And it is declared that in this article 3 where the context so admits, “property” means any property, heritable or moveable, real or personal, wherever situated.

Limitation on private benefits

4. The income and property of the company shall be applied solely towards promoting the company's purposes (as set out in article 2).
- 4.1 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- 4.2 No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- 4.3 No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company (in accordance with sections 67 and 68 of the 2005 Act).

Limited liability

5. The liability of the members is limited.

Members' obligations

6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1.00) to the company's assets if the company should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Charitable declaration

7. It is declared that the assets of the company shall only be applied for charitable purposes and the directors shall:-
 - 7.01 act in accordance with the 2005 Act; and
 - 7.02 do nothing to prevent the company qualifying and continuing to qualify as charitable.
- 7.1 Without prejudice to the foregoing, each of the directors shall, in exercising his/her powers and duties as a director, act in the interests of the company. In doing so:-
 - 7.1.1 the directors must seek, in good faith, to ensure that the directors act in a manner which is in accordance with the purposes of the company and act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person; and
 - 7.1.2 in circumstances giving rise to the possibility of a conflict of interest between the company and any other party, each director:-
 - (a) must put the interests of the company before those of the other party; or
 - (b) where any other duty or interest prevents him/her from doing so, he/she must disclose the conflicting duty or interest to his/her fellow directors and

refrain from participating in any discussions or decisions with regard to the matter in question.

- 7.2 Each of the directors must ensure that (a) he or she complies, and (b) the company complies with any direction, requirement or notice imposed in terms of the 2005 Act.
- 7.3 If the company is to be wound up or dissolved or if at any time it appears to the directors that the property of the company is of such size that there is no reasonable prospect of the company property or some part of it being required, either as source of income or for payment or application as capital, in any future year or years for the purposes of the company, or it appears to the directors that the company cannot continue to serve a useful purpose or that its property could be more suitably and effectively applied, the directors may decide that the company property or such part of it, shall be transferred or made over to such charitable institution(s), trust(s), fund(s) or other recipient(s) (having purposes which are charitable only) as the directors shall decide, subject to the satisfaction of debts and liabilities and to the provisions of article 2. For the avoidance of doubt, the directors' decision is subject to any requirement to seek consent under the 2005 Act. Also no assets of the company may be distributed amongst the members or Directors of the company, or any associated person as defined by the 2005 Act.

Membership

8. The subscribers to these articles of association and such bodies as may be admitted to membership under these articles (as amended from time to time) shall be the members of the company.
- 8.1 Membership shall cease on dissolution, liquidation, receivership or striking-off of the body which constituted the member.
- 8.2 A member may not transfer his/her/its membership to any other person or body.

Qualifications for membership

9. Subject to article 8 and articles 9.1. and 9.2. below, membership shall be open only to:-
- 9.0.1 Plotolders of SCGP;
- 9.0.2 Volunteers;
- 9.0.3. Persons aged 16 and over, and organisations, who reside/operate in the operating area, and who have an interest in the purposes of the SCGP and can make a positive contribution to its work;
- 9.0.4. Any other category of individual, unincorporated body or body corporate as may be defined and approved by the members of SCGP at a general meeting.
- 9.1. No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.
- 9.2 In each case where article 9 makes reference to an unincorporated body, the reference shall be deemed to be such individual as may be nominated from time to time by the management committee or other governing organ of that body.

Application for membership

10. Any individual or body eligible for membership under articles 9 who/which wishes to become a member shall lodge with the company a written application for membership, in such a form as the directors require, signed by the individual applicant or, in the case of a body, by appropriate officers of that organisation, together with a £1 subscription.
11. Membership applications that comply with article 10 will be considered at the next available meeting of directors and, subject to the applicant meeting the eligibility criteria in articles 9 will be approved and an appropriate entry made into the register of members [article 15].

Withdrawal from and ending of membership

12. Any individual or body who/which wishes to withdraw from membership shall lodge with the company a written notice of retiral, signed by him/her or (as the case may be) signed by the appropriate officers of that body; on receipt of the notice by the company he/she/it shall cease to be a member.
13. An individual admitted to membership on the basis of nomination by an unincorporated body under article 9 shall automatically cease to be a member if the body which nominated him/her for membership withdraws his/her nomination by notice to the company to the effect, signed by the appropriate officers of that body.
14. Individuals and bodies will be deemed to have withdrawn from membership if they have not engaged with the company for the previous 11 months or since the last AGM of the company (whichever is the greater length of time). Members deemed to have withdrawn are eligible to re-join should they still meet the eligibility criteria in articles 9 and make an application according to article 10.

Register of members

15. The directors shall ensure that a register of members is maintained in accordance with the provisions of the Act and that the appropriate entries in the register of members are made immediately after any change in membership of the company occurs.

General Meetings

16. The directors shall convene an annual general meeting in each year.
17. Not more than 15 months shall elapse between one annual general meeting and the next.
18. The business of each annual general meeting shall include:
 - 18.1 a report by the chairperson of the board of directors on the activities of the company;
 - 18.2 consideration of the annual accounts of the company;
 - 18.3 appointment of directors.
19. The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act). The quorum for such meetings shall be 10 members or one-tenth of the total actual membership of the SCGP, whichever is the greater at the time.

20. Subject to the provisions of articles 16, 17 and 19 the directors may convene general meetings whenever they think fit.

Notice of general meetings

21. At least 14 clear days' notice of each general meeting must be given to all the members and directors, and (if auditors are in office at the time) to the auditors.
22. The reference to "clear days" in article 21 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of notice sent by electronic means, the day after it was sent), and also the day of the meeting, should be excluded.
23. A notice calling a meeting shall specify the time, date and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting; (b) if a special resolution (or a resolution requiring special notice under the Act) is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.
24. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
25. Notice of every general meeting shall be given:
 - 25.1 in hard copy form; or
 - 25.2 (where the body to which notice is given has notified the company of an address to be used for the purposes of electronic communication) in electronic form; or
 - 25.3 subject to the company notifying members of the presence of the notice on a website, and complying with the other requirements of section 309 of the Act, by means of a website.

Proceedings at general meetings

26. No business shall be transacted at any meeting unless a quorum is present; 10 members, including any proxy for a member or any person representing a corporate body member, or one tenth of the membership present (whichever is the greater) and entitled to vote shall be a quorum.
27. If the quorum required under article 26 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
28. The chairperson of the board of directors shall (if present and willing) preside as chairperson of the meeting; if the chairperson of the board of directors is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson.
29. A director shall, even if he/she is not a member, be entitled to attend and speak at any general meeting.

30. The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
31. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson of the meeting, or by any other person present at the meeting and entitled to vote (whether as a member, a proxy for a member or the representative of a corporate member).
32. If a secret ballot is demanded in accordance with the preceding article it shall be taken at once and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Votes of members

33. The members, including a representative of a corporate member, shall each have one vote, which may be given either personally on a show of hand, by secret ballot or via a proxy.
34. A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting shall lodge with the company, at the company's registered office, not less than 48 hours before the time of the holding of the meeting, a written instrument of proxy, in such form as the directors may require, signed by him/her (or in the case of a corporate body by its appropriate officers). An instrument of proxy that does not conform with the preceding provisions or is not lodged in accordance with such provisions shall be invalid.
35. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
36. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the company.
37. A vote given, or a ballot demanded, by proxy or by the duly authorised representative of a corporate member shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company's registered office before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
38. A member which is a corporate body may authorise an individual to act as its representative at any general meeting of the company; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as the corporate body could exercise if it were an individual member.
39. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

Categories of director

40. For the purposes of these articles:-

“Member Director” means a director appointed or re-appointed by the members of the company under articles 43 to 44 at an annual general meeting or extraordinary meeting.

“Appointed Director” means a director appointed or re-appointed by the directors under articles 45 to 47.

Number of directors

41. The maximum number of directors shall be 10, of whom a maximum of three directors shall be Appointed Directors.
42. One place on the Board of Directors shall be reserved for a representative of Shettleston Housing Association and shall serve as an appointed director (under articles 45-47).

Appointment, vacating of office, re-appointment : Member Directors

- 43 Appointment of member directors by members of the company shall take place at each annual general meeting of the company.
44. At each annual general meeting, three member directors are required to vacate office (usually the three longest serving) but shall then be eligible for re-appointment.

Appointment, vacating of office, re-appointment : Appointed Directors

45. The directors may at any time appoint any person (other than an employee of the company) who, in their reasonable opinion, would be of assistance to the board, to be a director, providing he/she is willing to act.
46. At each annual general meeting all appointed directors shall vacate office.
47. Immediately following each annual general meeting, the directors may re-appoint any person who, as an appointed director, vacated office under the preceding article at the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Disqualification and removal of directors and members

48. A director shall vacate office if:-
 - 48.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
 - 48.2 he/she is sequestered;
 - 48.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than 6 months;
 - 48.4 he/she becomes an employee of the company;
 - 48.5 he/she resigns office by notice to the company;
 - 48.6 he/she is absent for a period of more than 3 months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove him/her from office; or

- 48.7 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
- 48.8 The Board of Directors may terminate the membership of any member or Director whose conduct the Board considers to be detrimental to the SCGP, provided:
- a) that an attempt has been made by the Board to draw the matter of complaint to the attention of the member concerned and to resolve any dispute by conciliation; and
 - b) that the member concerned shall have been given at least one week's notice of the meeting at which the question of his/her expulsion is to be discussed, together with details of the allegations and an opportunity to be heard by the Board and the member notified that he/she has the right to be heard by the Board at that meeting.

Appointments to office

49. Directors shall be appointed to hold the offices of chairperson, vice chairperson, treasurer and any other offices which the directors may consider appropriate.
50. The appointments under the preceding article shall be made at meetings of directors.
51. Each office shall be held (subject to article 52) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 49 (if the directors so determine and providing he/she is willing to act).
52. The appointment of any director to an office under article 49 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
53. If the appointment of a director to any office under article 49 terminates, (other than at an annual general meeting under article 51 where he/she is not re-appointed) the directors shall appoint another director to hold the office in his/her place.

Directors' interests

54. Subject to the provisions of the Act and of articles 4 and 7 and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office):
- 54.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;
 - 54.2 may be a party to, or have some other personal interest in, any transaction in which the company or any associated company has an interest;
 - 54.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
 - 54.4 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

55. For the purposes of the preceding article an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.
56. Without prejudice to articles 54, a director may be an officer, elected representative or employee of any member of the company; and any direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company arising from any such relationship with such member in terms of section 175 of the Act is authorised and approved.
57. In addition to the authorisation given by article 56, the directors shall be entitled, for the purposes of section 175 of the 2006 Act, to authorise (by way of resolution to that effect) any Conflict Situation (as defined in article 58) that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.
58. For the purposes of article 57, a "Conflict Situation" means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company; and such that:-
- 58.1 the situations and matters which fall within this definition may include (without limitation) (a) a situation where a director of the company becomes an employee, director, member of the management committee, officer or elected representative of a body which is a party to a significant contract with the company (or which is competing with the company in the context of any application for funds) and (b) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);
- 58.2 "conflict of interest" for this purpose includes a conflict of interest and duty, and a conflict of duties.
59. For the avoidance of doubt, articles 56 and 57 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall, subject to articles 4 and 7, be governed by the provisions of articles 54, 55 and 71 to 75.

Directors' remuneration and expenses

60. Subject to the provisions of article 4.4, no director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 49.
61. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

62. Subject to the provisions of the Act and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
63. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

64. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
65. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
66. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
67. The quorum for the transaction of the business of the directors shall be 3, or one quarter of the directors, whichever is the greater.
68. The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
69. Unless he/she is unwilling to do so, the chairperson of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present; if the chairperson of the board of directors is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
70. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form, each signed by one or more of the directors.
71. A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
72. For the purposes of the preceding article an interest of a person who is taken to be connected with a director for any purpose of the Act shall be treated as a personal interest of the director;
73. A director shall not be deemed to have a personal interest or duty in relation to a particular matter by reason only that the body which appointed him/her as a director has a personal interest in the matter.
74. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

75. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 71 to 74.

Delegation to committees of directors and holders of offices

76. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the convener or a director holding any other office such of their powers as they consider appropriate.
77. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
78. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Secretary

79. The directors may (notwithstanding the provisions of the Act) appoint a company secretary and on the basis that the term of office, remuneration (if any) and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.

Minutes

80. The directors shall ensure that minutes are made and logged of all proceedings at general meetings, meetings of the directors, and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

81. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

Audit/ independent examination of accounts

82. The directors shall comply with the provisions of the Charities Accounts (Scotland) Regulations 2006 (or any statutory modification or re-enactment of them). No Chartered Accountant (or firm) or Independent Examiner shall be considered ineligible for appointment as auditors or Independent Examiner(s) of the company by reason only of the fact that one of the directors may be a principal, partner, member or director of the partnership, limited liability partnership or company as the case may be. The Chartered Accountant (or firm) or Independent Examiner shall have access to all papers, books, vouchers, accounts and documents relating to the company.

Social and community benefits

83. The directors shall issue a report each year to the members of the company (in such form as the directors may reasonably deem appropriate), setting out the social and community benefits which they consider the activities of the company to have achieved.

Notices

84. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address; alternatively, in the case of a member which has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.
85. A member may give notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's office.
86. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
87. Any notice sent by electronic means shall be deemed to have been given at the expiry of twenty four hours after it is sent; for the purpose of proving that any notice sent by electronic means was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

88. If the company is wound up, the liquidator shall give effect to the provisions of article 7.4.

Indemnity

89. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality (but only to the extent permitted by those sections of the Act) any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.
90. For the avoidance of doubt, the company shall be entitled to purchase and maintain insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office; and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

Interpretation

91. In these articles "the Act" means the Companies Act 2006; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
92. In these articles "the 2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005; any reference in these articles to a provision of the 2005 Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
93. Subject as set out in article 91 and if not inconsistent with the subject or the context in which the word or expression is used, any words or expressions defined in the Act shall have the same meaning in these articles but excluding any statutory modification thereof not in force at the date of adoption of these articles.
94. References in these articles to the singular shall be deemed to include the plural.